

1 RON BENDER (SBN 143364)
J.P. FRITZ (SBN 245240)
2 LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
10250 Constellation Boulevard, Suite 1700
3 Los Angeles, California 90067
Telephone: (310) 229-1234
4 Facsimile: (310) 229-1244
Email: RB@LNBYB.COM; JPF@LNBYB.COM
5

6 Proposed Attorneys for Chapter 11 Debtor and Debtor in Possession
7

8 **UNITED STATES BANKRUPTCY COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
SAN FRANCISCO DIVISION

10 In re:

Case No. 15-31480

11 MAGNOLIA BREWING COMPANY,
12 LLC,

Chapter 11

13 Also doing business as McLean
14 Breweries,

**DECLARATION OF JOHN-PATRICK M.
FRITZ, ESQ. IN SUPPORT OF DEBTOR'S
EMERGENCY MOTION FOR ENTRY OF
INTERIM AND FINAL ORDERS:**

15 Debtor and debtor in possession
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- (I) **AUTHORIZING DEBTOR TO USE
CASH COLLATERAL PURSUANT
TO 11 U.S.C. § 363;**
(II) **GRANTING ADEQUATE
PROTECTION TO PRE-PETITION
SECURED CREDITORS PURSUANT
TO 11 U.S.C. §§ 361, 363, AND 507;**
(III) **SCHEDULING A FINAL HEARING
PURSUANT TO FED.R.BANKR.P.
4001(B); AND**
(IV) **GRANTING RELATED RELIEF**

22 DATE: December 2, 2015

23 TIME: 9:30 a.m.

24 PLACE: U.S. Bankruptcy Court

235 Pine Street, 19th Floor, Courtroom 22

San Francisco, CA 94104

25 JUDGE: The Hon. Dennis Montali
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1 I, John-Patrick M. Fritz, hereby declare as follows:

2 1. I am over the age of eighteen. I have personal knowledge of the facts set forth
3 herein, and, if called to testify, would and could testify competently with respect thereto.

4 2. I am an attorney at Levene, Neale, Bender, Yoo & Brill L.L.P. ("LNBYB"),
5 proposed bankruptcy counsel to Magnolia Brewing Company, LLC (also doing business as
6 McLean Breweries) (the "Debtor"), the chapter 11 debtor and debtor in possession in the above-
7 captioned bankruptcy case. I am licensed to practice law in the State of California and before
8 this Court.

9 3. I make this declaration in support of the *Debtor's Emergency Motion for, and*
10 *Memorandum of Points and Authorities in Support of, Entry of Interim and Final Orders: (I)*
11 *Authorizing Debtor to Use Cash Collateral Pursuant to 11 U.S.C. § 363; (II) Granting Adequate*
12 *Protection to Pre-Petition Secured Creditors Pursuant to 11 U.S.C. §§ 361, 363, and 507; (III)*
13 *Scheduling a Final Hearing Pursuant to Fed.R.Bankr.P. 4001(b); and (IV) Granting Related*
14 *Relief* (the "Motion").

15 4. I am informed and advised by the Debtor that it is a limited liability company
16 formed in the State of California.

17 5. I am informed and advised by the Debtor that it acquired the assets of McLean
18 Breweries, Inc., a California corporation, through a merger and acquisition by the Debtor.

19 6. LNBYB obtained copies of financing statements recorded with the California
20 Secretary of State's office for the Debtor pursuant to a search report dated November 16, 2015
21 (collectively, the "UCC Financing Statements"). A true and correct copy of the search report of
22 the UCC Financing Statements recorded in California and each of the UCC Financing
23 Statements are collectively attached hereto as **Exhibit "1."**

1 7. I have reviewed the UCC Financing Statements and discussed them with the
2 Debtor's designated estate representative. Based on that review, a brief summary of the active
3 filings with respect to the Debtor follows.

4 8. **Union Bank, N.A. (as against Magnolia Brewing Company, LLC)**: Union
5 Bank has one active financing statement dated August 22, 2013 (filing number 13-7374726767),
6 which purports to cover all property and assets of the Debtor.

7 9. **OBDC Small Business Finance (as against Magnolia Brewing Company, LLC)**:
8 OBDC Small Business Finance has one active financing statement dated September 23,
9 2014 (filing number 14-7429511266), which purports to cover all property and assets of the
10 Debtor.

11 10. **Fora Financial West, LLC (as against McLean Breweries, Inc.)**: Fora
12 Financial West, LLC has one active financing statement dated June 24, 2014 (filing number 14-
13 7417110905), which purports to cover all accounts, chattel paper, general intangibles, and
14 instruments of the Debtor.

15 11. **Yellowstone Capital West, LLC (as against McLean Breweries, Inc.)**:
16 Yellowstone Capital West, LLC has two active financing statements, as described below:

17 a. July 3, 2013: A financing statement (filing number 13-7367926731),
18 which purports to cover all property and assets of the Debtor. I am informed and advised by the
19 Debtor that the Debtor does not owe any money to Yellowstone Capital West, LLC, despite the
20 fact that the UCC-1 financing statement has not been terminated.

21 b. November 12, 2013: A financing statement (filing number 13-
22 7386249235), which purports to cover all property and assets of the Debtor. I am informed and
23 advised by the Debtor that the Debtor does not owe any money to Yellowstone Capital West,
24 LLC, despite the fact that the UCC-1 financing statement has not been terminated.

1 12. **Corporation Service Company, as Representative (as against McLean**
2 **Breweries, Inc.)**: “Corporation Service Company, as Representative” has two active financing
3 statements, as described below:

4 a. October 21, 2014: A financing statement (filing number 13-7433201681),
5 which purports to cover all property and assets of the Debtor. I am informed and advised by the
6 Debtor that the Debtor does not know what secured debt, if any, this relates to.

7 b. October 16, 2015: A financing statement (filing number 15-7490356808),
8 which purports to cover all property and assets of the Debtor. I am informed and advised by the
9 Debtor that the Debtor does not know what secured debt, if any, this relates to.

10 13. **ACH Capital LLC as agent for Cap Call LLC (as against McLean Breweries,**
11 **Inc.)**: ACH Capital LLC as agent for Cap Call LLC has one active financing statement dated
12 March 13, 2015 (filing number 15-7454702722), which purports to cover all assets and property
13 of the Debtor. I am informed and advised by the Debtor that the Debtor does not owe any money
14 to ACH Capital LLC as agent for Cap Call LLC despite the fact that the UCC-1 financing
15 statement has not been terminated.

16 14. **Employment Development Department (as against McLean Breweries, Inc.)**:
17 The Employment Development Department has two active financing statements, as described
18 below:

19 a. August 31, 2015: A financing statement (filing number 15-7482790538),
20 which purports to cover all property and assets of the Debtor.

21 b. September 25, 2015: A financing statement (filing number 15-
22 7486904610), which purports to cover all property and assets of the Debtor.

23 15. The foregoing is provided for information purposes only. Nothing contained
24 herein is intended to be, and nothing contained herein shall be, construed or interpreted as the
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1 provision of any legal opinion by the declarant or LNBYB, or acknowledgement by the Debtor,
2 regarding the validity, priority and extent of any liens asserted by any of the Debtor's creditors
3 against the Debtor or otherwise. The rights of the Debtor and all of its creditors with respect to
4 the claims, liens and interests asserted by such creditors are fully preserved.
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6 I declare under penalty of perjury that the foregoing is true and correct to the best of my
7 knowledge.

8 Executed on this 30th day of November 2015, at Los Angeles, California.

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11 _____
12 JOHN-PATRICK M. FRITZ
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Exhibit 1



Do It Yourself Doesn't Mean Do It Alone!

Call CLAS For Assistance: 800.952.5696

UCC Search Report

Type of Search : UCCs, Federal Tax Liens, State Tax Liens, and Judgments
Jurisdiction/Filing Office : State of California, Secretary of State Uniform Commercial Code Division
Effective Index Date : Nov. 5, 2015
Subject Search Name : Not Entered
Search Key Entered : MCLEANBREWERIESINC

Results

Based on a search of the indices of the Uniform Commercial Code Division of the Secretary of State of California, there are no active liens of record other than those set out below. Liens reflected in this report were based on the searcher's individual search parameters, the search key entered, as well as the searcher's choice of the liens ultimately included or excluded herein.

Certification can only be obtained through the office of the California Secretary of State.

1. Federal Tax Lien

Document No. : 20057029821741 **LAPSED: 7/8/2015**
Filed : 6/8/2005
Debtor : MCLEAN BREWERIES INC , A CORPORATION
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Secured Party: IRS / OAKLAND
1301 CLAY ST., STE 1000 S
OAKLAND CA 94612
Amendment Type : Termination
File No. : 201373779286
Filed : 9/13/2013

2. State Tax Lien

Document No. : 20057042413167 **LAPSED: 9/19/2015**
Filed : 9/19/2005
Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Secured Party: EMPLOYMENT DEVELOPMENT DEPARTMENT
PO BOX 826880
SACRAMENTO CA 94280-0001
Amendment Type : Termination
File No. : 200871647638
Filed : 7/8/2008

3. State Tax Lien

Document No. : 20067093464544 **Lapses: 11/22/2016**
Filed : 11/22/2006

Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: EMPLOYMENT DEVELOPMENT DEPARTMENT
PO BOX 826880
SACRAMENTO CA 94280-0001

Amendment Type : Termination
File No. : 200871647633
Filed : 7/8/2008 5:00:00 PM

4. State Tax Lien

Document No. : 20077140000837 **Lapses:** 12/10/2017

Filed : 12/10/2007

Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: EMPLOYMENT DEVELOPMENT DEPARTMENT
PO BOX 826880
SACRAMENTO CA 94280

Amendment Type : Termination
File No. : 200871647635
Filed : 7/8/2008 5:00:00 PM

5. Federal Tax Lien

Document No. : 20087148685906 **Lapses:** 3/27/2018

Filed : 2/25/2008

Debtor : MCLEAN BREWERIES INC DBA MAGNOLIA PUB & BREWERY , A CORPORATION
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: IRS/OHIO
P.O. BOX 145595
CINCINNATI OH 45250

Amendment Type : Termination
File No. : 201373779293
Filed : 9/13/2013

6. State Tax Lien

Document No. : 20107245508092 **Lapses:** 9/17/2020

Filed : 9/17/2010

Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: EMPLOYMENT DEVELOPMENT DEPARTMENT
PO BOX 826880
SACRAMENTO CA 94280

Amendment Type : Termination
File No. : 201273169201
Filed : 6/11/2012

7. Federal Tax Lien

Document No. : 20117268302636 **Lapses:** 5/27/2021

Filed : 4/27/2011

Debtor : MCLEAN BREWERIES INC, A CORPORATION DBA MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: IRS/OHIO
P.O. BOX 145595
CINCINNATI OH 45250

Amendment Type : Termination
File No. : 201373779315
Filed : 9/13/2013

8. UCC Financing Statement

Document No. : 20137367926731 **Lapses:** 7/3/2018
Filed : 7/3/2013

Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: YELLOWSTONE CAPITAL WEST LLC
25 DEERWOOD DRIVE
BUFFALO NY 14221

9. UCC Financing Statement

Document No. : 20137386249235 **Lapses:** 11/12/2018
Filed : 11/12/2013

Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT STREET
SAN FRANCISCO CA 94117

Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT STREET
SAN FRANCISCO CA 94117

Secured Party: YELLOWSTONE CAPITAL WEST LLC
25 DEERWOOD DRIVE
BUFFALO NY 14221

10. UCC Financing Statement

Document No. : 20147417110905 **Lapses:** 6/24/2019
Filed : 6/24/2014

Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Debtor : MCLEAN BREWERIES INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: FORA FINANCIAL WEST, LLC
242 W 36TH STREET
NEW YORK NY 10018

11. UCC Financing Statement

Document No. : 20147433201681 **Lapses:** 10/21/2019
Filed : 10/21/2014

Debtor : MCLEAN BREWERIES, INC
1398 HAIGHT ST
SAN FRANCISCO CA 94117

Secured Party: CORPORATION SERVICE COMPANY, AS REPRESENTATIVE
P.O. BOX 2576 UCCSPREP@CSCINFO.COM
SPRINGFIELD IL 62708

12. UCC Financing Statement

Document No. : 20157454702722 **Lapses:** 3/13/2020
Filed : 3/13/2015

Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT STREET
SAN FRANCISCO CA 94117

Secured Party: ACH CAPITAL LLC AS AGENT FOR CAP CALL LLC

11 BROADWAY, SUITE 814
NEW YORK NY 10004

13. State Tax Lien

Document No. : 20157482790538 **Lapses:** 8/31/2025
Filed : 8/31/2015
Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Secured Party: EMPLOYMENT DEVELOPMENT DEPARTMENT
PO BOX 826880
SACRAMENTO CA 94280

14. State Tax Lien

Document No. : 20157486904610 **Lapses:** 9/25/2025
Filed : 9/25/2015
Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Debtor : MCLEAN BREWERIES, INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Secured Party: EMPLOYMENT DEVELOPMENT DEPARTMENT
PO BOX 826880
SACRAMENTO CA 94280

15. UCC Financing Statement

Document No. : 20157490356808 **Lapses:** 10/16/2020
Filed : 10/16/2015
Debtor : MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Debtor : MCLEAN BREWERIES INC.
1398 HAIGHT ST
SAN FRANCISCO CA 94117
Debtor : MCLEAN, DAVID
145 ALMA ST
SAN FRANCISCO CA 94117
Secured Party: CORPORATION SERVICE COMPANY, AS REPRESENTATIVE
P.O. BOX 2576, UCCSPREP@CSCINFO.COM
SPRINGFIELD IL 62708

We assume no liability with respect to the identity of any party named or referred to in this report, nor with respect to the validity, legal effect or priority of any matter shown herein; nor, due to our inability to independently verify the accuracy of this data as provided by government and other sources, do we make any guaranty or representation as to its accuracy.

----- END OF REPORT -----

Report Parameters

The UCC Revised Article 9 Model Administrative Rules (MARS) provide state filing offices with a set of guidelines for producing a legally compliant UCC lien search report. The search tool used to create this search report was designed to satisfy the requirements under MARS while providing the searcher with increased flexibility.

Flexible search logic generates a more inclusive search report and addresses the inconsistencies in searches performed within states that did not effectively adopt the MARS guidelines. Further, these specially designed broad-based searching features aid in the location of involuntary liens such as Federal and State Tax Liens and Judgment Liens and liens that may not be located in state databases limited to the MARS guidelines for the reporting of UCCs.

Recording Requested By Internal Revenue Service. When recorded mail to:

INTERNAL REVENUE SERVICE
1301 CLAY ST #1400-S
OAKLAND, CA 94612

05-7029821741

06/08/2005 17:00



FILED

CALIFORNIA
SECRETARY OF STATE



3918450004

JCC 1 FILING

For Optional Use by Recording Office

Form 668 (Y)(c)
(Rev. February 2004)

1872 Department of the Treasury - Internal Revenue Service

Notice of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #13
Lien Unit Phone: (510) 637-2386

Serial Number

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

Name of Taxpayer MCLEAN BREWERIES INC , a Corporation

Residence 1398 HAIGHT ST
SAN FRANCISCO, CA

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	12/31/2004		03/21/2005	04/20/2015	21805.18

Place of Filing

SECRETARY OF STATE
SACRAMENTO, CA 94235

Total \$ 21805.18

This notice was prepared and signed at OAKLAND, CA, on this, the 03rd day of June, 2005.

Signature *Asherwood*
for JOHN BORCHELT

Title
REVENUE OFFICER 33-09-1804
(415) 522-4625

(NOTE: Certificate of officer authorized by law to take acknowledgment is not essential to the validity of Notice of Federal Tax lien Rev. Rul. 71-466, 1971 - 2 C.B. 409)

Recording Requested By Internal Revenue Service. When recorded mail to:

INTERNAL REVENUE SERVICE
PO BOX 145585, STOP 8420G
CINCINNATI, OH 45250-5585

COURT RECORDING INFORMATION:

Liber
n/a
Page
n/a
UCC No.
057029821741
Serial No.
n/a

1373779286

09/13/2013 17:00



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FILED

CALIFORNIA
SECRETARY OF STATE



39475540014 UCC 3 FILING

For Use by Recording Office

Form 668 (Z)

(Rev. 10-2000)

6788

Department of the Treasury - Internal Revenue Service

Certificate of Release of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #7

Serial Number

Lien Unit Phone: (800) 913-6050

231245805

I certify that the following-named taxpayer, under the requirements of section 6325 (a) of the Internal Revenue Code has satisfied the taxes listed below and all statutory additions. Therefore, the lien provided by Code section 6321 for these taxes and additions has been released. The proper officer in the office where the notice of internal revenue tax lien was filed on June 08, 2005 is authorized to note the books to show the release of this lien for these taxes and additions.

Name of Taxpayer MCLEAN BREWERIES INC, a Corporation

Residence 1398 HAIGHT ST
SAN FRANCISCO, CA 94117-2909

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	12/31/2004	94-3247332	03/21/2005	04/20/2015	21805.18
*****	*****	*****	*****	*****	*****

Place of Filing

SECRETARY OF STATE
CALIFORNIA
SACRAMENTO, CA 94235

Total \$ 21805.18

This notice was prepared and signed at OAKLAND, CA, on this, the 04th day of September, 2013.

Signature

Title

Operations Manager,
Centralized Case Processing-Lien Unit

Case: 15-31480 Doc# 8 Filed 11/30/15 Entered 11/30/15 22:33:59 Page 12 of 42
(NOTE: Certificate of officer authorized by law to take acknowledgments is not essential to the validity of Certificate of Release of Federal Tax lien Rev. Rul. 71-466, 1971 - 2 C.B. 409)

Recording Requested By
State of California
Employment Development Department

(415) 929-5736

When recorded mail to:

STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
CENTRAL COLLECTION DIVISION, MIC 92
P.O. BOX 826880
SACRAMENTO, CALIFORNIA

05-7042413167

09/19/2005 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



5148830005

UCC 1 FILING

NOTICE OF STATE TAX LIEN

(Filed pursuant to Section 7171 of the Government Code)

MCLEAN BREWERIES, INC.
MAGNOLIA PUB & BREWERY

1398 HAIGHT ST
SAN FRANCISCO CA 94117

Account No. 438 4944 7

SEC OF STATE

Certificate No.

W

TAX PERIOD	TAX	PENALTY	INTEREST	TOTAL
10/01/04 THRU 12/31/04	14,776.41	2,190.64	514.32	17,481.37

Interest calculated through 09/07/05

The Director of the Employment Development Department hereby certifies the above is liable to the State of California for amounts due and required to be paid as determined under the provisions of the Unemployment Insurance Code, the Revenue and Taxation Code, or both.

THE AMOUNT OF DELINQUENCY ABOVE SET FORTH SHALL BE A LIEN UPON ALL REAL OR PERSONAL PROPERTY AND RIGHTS TO SUCH PROPERTY, INCLUDING ALL AFTER-ACQUIRED PROPERTY AND RIGHTS TO PROPERTY BELONGING TO THE ABOVE NAMED.

Date 09/07/05

At Sacramento, California



The Director of the Employment Development Department has complied with all provisions of the Unemployment Insurance Code in the computation and levy of the amount assessed and has caused this notice of lien to be issued by a duly authorized representative.

By

Johnson

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

RECORDING REQUESTED BY:
EMPLOYMENT DEVELOPMENT DEPARTMENT
(866) 564-4228

WHEN RECORDED MAIL TO:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
COLLECTION DIVISION MIC 92G
P.O. BOX 826880
SACRAMENTO, CA 94280-0001

08-71647638

07/08/2008 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



17638150014

UCC 3 FILING

RELEASE OF LIEN IMPOSED UNDER A CERTIFICATE OR NOTICE OF STATE TAX LIEN

CERTIFICATE NO. W300180421

ACCOUNT NO. 438-4944-7

The Director of the Employment Development Department hereby releases and certifies that there has been released all property from any lien imposed thereon by the filing and recording of that certain Certificate or Notice of Amount of tax, interest, and penalty due under Section 1703 of the Unemployment Insurance Code or Section 7171 of the Government Code from:

MCLEAN BREWERIES, INC.

MAGNOLIA PUB & BREWERY

in the amount of \$ 17,481.37 which was recorded on 09/19/05
in volume/page 05-7042413167 of Official Records of the SECRETARY OF STATE

THE DIRECTOR OF THE EMPLOYMENT DEVELOPMENT
DEPARTMENT OF THE STATE OF CALIFORNIA HAS CAUSED
THIS RELEASE TO BE ISSUED BY THE DULY AUTHORIZED
REPRESENTATIVE



Dated 06/30/08
This document is produced on a laser printer.

By Johnson
Authorized Representative

Case: 15-31480 Doc# 8 Filed: 11/30/15 Entered: 11/30/15 22:33:59 Page 14 of 42

Recording Requested By
State of California
Employment Development Department
(415) 929-5736

When recorded mail to:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
CENTRAL COLLECTION DIVISION, MIC 92
P.O. BOX 826880
SACRAMENTO, CALIFORNIA

06-7093464544

11/22/2006 17:00



FILED

CALIFORNIA
SECRETARY OF STATE

SOS



10545830017 UCC FILING

NOTICE OF STATE TAX LIEN

(Filed pursuant to Section 7171 of the Government Code)

MCLEAN BREWERIES, INC.
MAGNOLIA PUB & BREWERY

1398 HAIGHT ST
SAN FRANCISCO CA 94117

Account No. 438 4944 7

SEC OF STATE

Certificate No. W

TAX PERIOD	TAX	PENALTY	INTEREST	TOTAL
10/01/05 THRU 12/31/05	31,312.23	3,144.22	1,750.92	36,207.37

Interest calculated through 11/07/06

The Director of the Employment Development Department hereby certifies the above is liable to the State of California for amounts due and required to be paid as determined under the provisions of the Unemployment Insurance Code, the Revenue and Taxation Code, or both.

THE AMOUNT OF DELINQUENCY ABOVE SET FORTH SHALL BE A LIEN UPON ALL REAL OR PERSONAL PROPERTY AND RIGHTS TO SUCH PROPERTY, INCLUDING ALL AFTER-ACQUIRED PROPERTY AND RIGHTS TO PROPERTY BELONGING TO THE ABOVE NAMED.

Date 11/07/06

At Sacramento, California



The Director of the Employment Development Department has complied with all provisions of the Unemployment Insurance Code in the computation and levy of the amount assessed and has caused this notice of lien to be issued by a duly authorized representative.

By

Johnson

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

RECORDING REQUESTED BY:
EMPLOYMENT DEVELOPMENT DEPARTMENT
(866) 564 4228

WHEN RECORDED MAIL TO:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
COLLECTION DIVISION MIC 92G
P.O. BOX 826880
SACRAMENTO, CA 94280-0001

08-71647633

07/08/2008 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



17638150012

UCC 3 FILING

RELEASE OF LIEN IMPOSED UNDER A CERTIFICATE OR NOTICE OF STATE TAX LIEN

CERTIFICATE NO. W063114024

ACCOUNT NO. 438-4944-7

The Director of the Employment Development Department hereby releases and certifies that there has been released all property from any lien imposed thereon by the filing and recording of that certain Certificate or Notice of Amount of tax, interest, and penalty due under Section 1703 of the Unemployment Insurance Code or Section 7171 of the Government Code from:

MCLEAN BREWERIES, INC.

MAGNOLIA PUB & BREWERY

in the amount of \$ 36,207.37 which was recorded on 11/22/06
in volume/page 06-7093464544 of Official Records of the SECRETARY OF STATE

THE DIRECTOR OF THE EMPLOYMENT DEVELOPMENT
DEPARTMENT OF THE STATE OF CALIFORNIA HAS CAUSED
THIS RELEASE TO BE ISSUED BY THE DULY AUTHORIZED
REPRESENTATIVE



Dated 06/30/08

This document is produced on a laser printer.

By

Johnson

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed
above.

Recording Requested By
State of California
Employment Development Department

(415) 929-5736

When recorded mail to:

STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
CENTRAL COLLECTION DIVISION, MIC 92
P.O. BOX 826880
SACRAMENTO, CALIFORNIA

07-7140000837

12/10/2007 17:00



FILED

CALIFORNIA
SECRETARY OF STATE

SOS



15158440014 UCC FILING

NOTICE OF STATE TAX LIEN

(Filed pursuant to Section 7171 of the Government Code)

MCLEAN BREWERIES, INC.
MAGNOLIA PUB & BREWERY

1398 HAIGHT ST
SAN FRANCISCO CA 94117

Account No. 438 4944 7

SEC OF STATE

Certificate No.

W

TAX PERIOD	TAX	PENALTY	INTEREST	TOTAL
01/01/06 THRU 03/31/07	0.00	1,726.56	1,606.88	3,333.44

Interest calculated through 11/30/07

The Director of the Employment Development Department hereby certifies the above is liable to the State of California for amounts due and required to be paid as determined under the provisions of the Unemployment Insurance Code, the Revenue and Taxation Code, or both.

THE AMOUNT OF DELINQUENCY ABOVE SET FORTH SHALL BE A LIEN UPON ALL REAL OR PERSONAL PROPERTY AND RIGHTS TO SUCH PROPERTY, INCLUDING ALL AFTER-ACQUIRED PROPERTY AND RIGHTS TO PROPERTY BELONGING TO THE ABOVE NAMED.

Date 11/30/07

At Sacramento, California

The Director of the Employment Development Department has complied with all provisions of the Unemployment Insurance Code in the computation and levy of the amount assessed and has caused this notice of lien to be issued by a duly authorized representative.

By

Johnson

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

RECORDING REQUESTED BY:
EMPLOYMENT DEVELOPMENT DEPARTMENT
(866) 564-4228

WHEN RECORDED MAIL TO:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
COLLECTION DIVISION MIC 92G
P.O. BOX 826880
SACRAMENTO, CA 94280-0001

08-71647635

07/08/2008 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



17638150013

UCC 3 FILING

RELEASE OF LIEN IMPOSED UNDER A CERTIFICATE OR NOTICE OF STATE TAX LIEN

CERTIFICATE NO. W073344017

ACCOUNT NO. 438-4944-7

The Director of the Employment Development Department hereby releases and certifies that there has been released all property from any lien imposed thereon by the filing and recording of that certain Certificate or Notice of Amount of tax, interest, and penalty due under Section 1703 of the Unemployment Insurance Code or Section 7171 of the Government Code from:

MCLEAN BREWERIES, INC.

MAGNOLIA PUB & BREWERY

in the amount of \$ 3,333.44 which was recorded on 12/10/07

in volume/page 07-7140000837 of Official Records of the SECRETARY OF STATE

THE DIRECTOR OF THE EMPLOYMENT DEVELOPMENT
DEPARTMENT OF THE STATE OF CALIFORNIA HAS CAUSED
THIS RELEASE TO BE ISSUED BY THE DULY AUTHORIZED
REPRESENTATIVE



Dated 06/30/08
This document is produced on a laser printer.

By Johnson
Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

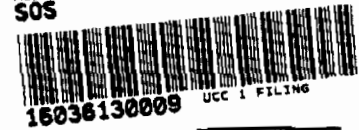
Recording Requested By Internal Revenue Service. When recorded mail to:

INTERNAL REVENUE SERVICE
PO BOX 145585, STOP 8420G
CINCINNATI, OH 45250-5585

08-7148685906
02/25/2008 17:00



FILED
CALIFORNIA
SECRETARY OF STATE



For Optional Use by Recording Office

Form 668 (Y)(c)
(Rev. February 2004)

3592 Department of the Treasury - Internal Revenue Service

Notice of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #7

Serial Number

Lien Unit Phone: (800) 913-6050

421206408

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

Name of Taxpayer MCLEAN BREWERIES INC , a Corporation
DBA MAGNOLIA PUB & BREWERY

Residence 1398 HAIGHT ST
SAN FRANCISCO, CA 94117-2909

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	06/30/2005	94-3247332	09/19/2005	10/19/2015	22027.88
941	06/30/2006	94-3247332	09/18/2006	10/18/2016	452.17
941	03/31/2007	94-3247332	07/02/2007	08/01/2017	40363.36
941	06/30/2007	94-3247332	09/17/2007	10/17/2017	32470.49

Place of Filing

SECRETARY OF STATE
CALIFORNIA
SACRAMENTO, CA 94235

Total \$ 95313.90

This notice was prepared and signed at LOS ANGELES, CA, on this, 11th day of February, 2008.

Signature

R. A. Mitchell

for JEANETTE FARMER

Title
REVENUE OFFICER
(415) 522-4323

27-12-1805

(NOTE: Certificate of officer authorized by law to take acknowledgment is not essential to the validity of Notice of Federal Tax lien

Rev. Rul. 71-486, 1971-2 C.B. 409)

Case: 15-31480 Doc# 8 Filed: 11/30/15 Entered: 11/30/15 22:33:59 Page 19 of 42

Part 1 - kept by Recording Office

Form 668 (Y)(c) (Rev. 2-2004)
CAT. NO 60025X

Recording Requested By Internal Revenue Service. When recorded mail to:

INTERNAL REVENUE SERVICE
PO BOX 145585, STOP 8420G
CINCINNATI, OH 45250-5585

COURT RECORDING INFORMATION:

Liber
n/a
Page
n/a
UCC No.
087148685906
Serial No.
n/a

1373779293

09/13/2013 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



39475540021

UCC FILING

For Use by Recording Office

Form 668 (Z)

(Rev. 10-2000)

6788

Department of the Treasury - Internal Revenue Service

Certificate of Release of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #7

Serial Number

Lien Unit Phone: (800) 913-6050

421206408

I certify that the following-named taxpayer, under the requirements of section 6325 (a) of the Internal Revenue Code has satisfied the taxes listed below and all statutory additions. Therefore, the lien provided by Code section 6321 for these taxes and additions has been released. The proper officer in the office where the notice of internal revenue tax lien was filed on February 25, 2008 is authorized to note the books to show the release of this lien for these taxes and additions.

Name of Taxpayer MCLEAN BREWERIES INC, a Corporation
DBA MAGNOLIA PUB & BREWERY

Residence 1398 HAIGHT ST
SAN FRANCISCO, CA 94117-2909

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	06/30/2005	94-3247332	09/19/2005	10/19/2015	22027.88
941	06/30/2006	94-3247332	09/18/2006	10/18/2016	452.17
941	03/31/2007	94-3247332	07/02/2007	08/01/2017	40363.36
941	06/30/2007	94-3247332	09/17/2007	10/17/2017	32470.49

Place of Filing

SECRETARY OF STATE
CALIFORNIA
SACRAMENTO, CA 94235

Total \$ 95313.90

This notice was prepared and signed at OAKLAND, CA, on this, the 04th day of September, 2013.

Signature

Title

Operations Manager,
Centralized Case Processing-Lien Unit

Case: 15-31480 Doc# 8 Filed: 11/30/15 Entered: 11/30/15 22:33:59 Page 20 of 42
(NOTE: Certificate of officer authorized by law to take acknowledgments is not essential to the validity of Certificate of Release of Federal Tax lien Rev. Rul. 71-466, 1971 - 2 C.B. 409)

Recording Requested By
State of California
Employment Development Department
(888) 435-4990

When recorded mail to:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
CENTRAL COLLECTION DIVISION, MIC 92
P.O. BOX 826880
SACRAMENTO, CALIFORNIA 94280-0001

10-7245508092

09/17/2010 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



2636330007 UCC 1 FILING

NOTICE OF STATE TAX LIEN

(Filed pursuant to Section 7171 of the Government Code)

MCLEAN BREWERIES, INC.
MAGNOLIA PUB & BREWERY

1398 HAIGHT ST
SAN FRANCISCO CA 94117-2909

Account No. 438 4944 7 SEC OF STATE Certificate No. W102514059

TAX PERIOD	TAX	PENALTY	INTEREST	TOTAL
10/01/09 THRU 12/31/09	16,513.44	1,665.34	441.21	18,619.99

Interest calculated through 09/08/10

The Director of the Employment Development Department hereby certifies the above is liable to the State of California for amounts due and required to be paid as determined under the provisions of the Unemployment Insurance Code, the Revenue and Taxation Code, or both.

THE AMOUNT OF DELINQUENCY ABOVE SET FORTH SHALL BE A LIEN UPON ALL REAL OR PERSONAL PROPERTY AND RIGHTS TO SUCH PROPERTY, INCLUDING ALL AFTER-ACQUIRED PROPERTY AND RIGHTS TO PROPERTY BELONGING TO THE ABOVE NAMED.

Date 09/08/10

At Sacramento, California



The Director of the Employment Development Department has complied with all provisions of the Unemployment Insurance Code in the computation and levy of the amount assessed and has caused this notice of lien to be issued by a duly authorized representative.

By

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

RECORDING REQUESTED BY:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
(866) 564-4228

WHEN RECORDED MAIL TO:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
LIEN GROUP, MIC 92G
PO BOX 826880
SACRAMENTO, CA 94280-0001

1273169201

06/11/2012 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



33470690005 UCC 3 FILING

**RELEASE OF LIEN
IMPOSED UNDER A CERTIFICATE OR NOTICE OF STATE TAX LIEN**

CERTIFICATE NO. W102514059

LETTER ID. L0954588800

The Director of the Employment Development Department of the State of California hereby releases and certifies that there has been released all property from any lien imposed thereon by the filing and recording of that certain Certificate or Notice of Amount of tax, penalty, and interest due under Section 1703 of the California Unemployment Insurance Code or Section 7171 of the Government Code from:

**MAGNOLIA PUB & BREWERY
MCLEAN BREWERIES, INC.**

In the amount of \$18,619.99 which was recorded on 09/17/2010
in volume/page 10-7245508092 of Official Records of the Secretary of State



THE DIRECTOR OF THE EMPLOYMENT
DEVELOPMENT DEPARTMENT OF THE
STATE OF CALIFORNIA HAS CAUSED
THIS RELEASE TO BE ISSUED BY THE
DULY AUTHORIZED REPRESENTATIVE.

Date: 05/29/2012

This document is produced on a laser printer.

By

Authorized Representative

This agency has adopted the use of a
facsimile signature as affixed above.

Recording Requested By Internal Revenue Service. When recorded mail to:

INTERNAL REVENUE SERVICE
PO BOX 145585, STOP 8420G
CINCINNATI, OH 45250-5585

11-7268302636

04/27/2011 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



28790870011 UCC 1 FILING

For Optional Use by Recording Office

Form 668 (Y)(c)
(Rev. February 2004)

1018 Department of the Treasury - Internal Revenue Service

Notice of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #7

Serial Number

Lien Unit Phone: (800) 913-6050

777611311

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

Name of Taxpayer MCLEAN BREWERIES INC, a Corporation
DBA MAGNOLIA PUB & BREWERY

Residence 1398 HAIGHT ST
SAN FRANCISCO, CA 94117-2909

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refilled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	06/30/2009	94-3247332	02/21/2011	03/23/2021	55770.34
941	09/30/2009	94-3247332	02/21/2011	03/23/2021	93367.28

Place of Filing

SECRETARY OF STATE
CALIFORNIA
SACRAMENTO, CA 94235

Total \$ 149137.62

This notice was prepared and signed at OAKLAND, CA, on this, the 18th day of April, 2011.

Signature

for JOHN BRIERY

Title
REVENUE OFFICER
(415) 522-4503

27-11-2111

(NOTE: Certificate of officer authorized by law to take acknowledgment is not essential to the validity of Notice of Federal Tax Lien)

Case: 15-81430 Doc: 8 Filed: 11/30/15 Entered: 11/30/15 22:33:59 Page 23 of 42

Part 1 - Kept By Recording Office

Form 668 (Y)(c) (Rev. 2-2004)
CAT. NO 60025X

Recording Requested By Internal Revenue Service. When recorded mail to:

INTERNAL REVENUE SERVICE
PO BOX 145585, STOP 8420G
CINCINNATI, OH 45250-5585

1373779315

09/13/2013 17:00



FILED

CALIFORNIA
SECRETARY OF STATE

SOS



39473450021 UCC 3 FILING

COURT RECORDING INFORMATION:

Liber
n/a
Page
n/a
UCC No.
117268302636
Serial No.
n/a

For Use by Recording Office

Form 668 (Z)

(Rev. 10-2000)

6788

Department of the Treasury - Internal Revenue Service

Certificate of Release of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #7

Serial Number

Lien Unit Phone: (800) 913-6050

777611311

I certify that the following-named taxpayer, under the requirements of section 6325 (a) of the Internal Revenue Code has satisfied the taxes listed below and all statutory additions. Therefore, the lien provided by Code section 6321 for these taxes and additions has been released. The proper officer in the office where the notice of internal revenue tax lien was filed on April 27, 2011 is authorized to note the books to show the release of this lien for these taxes and additions.

Name of Taxpayer MCLEAN BREWERIES INC, a Corporation
DBA MAGNOLIA PUB & BREWERY

Residence 1398 HAIGHT ST
SAN FRANCISCO, CA 94117-2909

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	06/30/2009	94-3247332	02/21/2011	03/23/2021	55770.34
941	09/30/2009	94-3247332	02/21/2011	03/23/2021	93367.28
*****	*****	*****	*****	*****	*****

Place of Filing

SECRETARY OF STATE
CALIFORNIA
SACRAMENTO, CA 94235

Total \$ 149137.62

This notice was prepared and signed at OAKLAND, CA, on this, the 04th day of September, 2013.

Signature

Title
Operations Manager,
Centralized Case Processing-Lien Unit

Case 15-31480 Doc# 8 Filed 11/30/15 Entered 11/30/15 22:33:59 Page 21 of 42
(NOTE: Certificate of officer authorized by law to take acknowledgments is not essential to the validity of Certificate of Release of Federal Tax lien Rev. Rul. 71-466, 1971 - 2 C.B. 409)

Part 1 - RECORDING OFFICE

Form 668 (Z) (Rev. 10-2000)
CAT. NO. 600281

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Gisella Melendez
800-331-3282

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CT LIEN SOLUTIONS
2727 ALLEN PARKWAY
HOUSTON, TX 77019
USA

DOCUMENT NUMBER: 38410210002

FILING NUMBER: 13-7367926731

FILING DATE: 07/03/2013 10:53

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME MCLEAN BREWERIES, INC.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 1398 Haight St		CITY San Francisco		STATE CA	POSTAL CODE 94117	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO		1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION CA	1g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME MAGNOLIA PUB & BREWERY						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS 1398 Haight St		CITY San Francisco		STATE CA	POSTAL CODE 94117	COUNTRY USA
2d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO		2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION CA	2g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Yellowstone Capital West LLC						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 25 Deerwood Drive		CITY Buffalo		STATE NY	POSTAL CODE 14221	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All Assets now owned or hereafter acquired and wherever located, including but not limited to, the following subcategories of assets:

a. Accounts, including but not limited to, credit card receivables; b. Chattel Paper; c. Inventory; d. Equipment; e. Instruments, including but not limited to, Promissory Notes; f. Investment Property; g. Documents; h. Deposit Accounts; i. Letter of Credits Rights; j. General Intangibles; k. Supporting Obligations; and l. Proceeds and Products of the foregoing. NOTICE PURSUANT TO AN AGREEMENT

BETWEEN DEBTOR AND SECURED PARTY, DEBTOR HAS AGREED NOT TO FURTHER ENCUMBER THE COLLATERAL DESCRIBED HEREIN, THE FURTHER ENCUMBERING

OF WHICH MAY CONSTITUTE THE TORTIOUS INTERFERENCE WITH THE SECURED PARTY'S RIGHT BY SUCH ENCUMBRANCER IN THE EVENT THAT ANY ENTITY IS

GRANTED A SECURITY INTEREST IN DEBTOR'S ACCOUNTS, CHATTEL PAPER OR GENERAL INTANGIBLES CONTRARY TO THE ABOVE, THE SECURED PARTY ASSERTS

A CLAIM TO ANY PROCEEDS THEREOF RECEIVED BY SUCH ENTITY.

5. ALT DESIGNATION: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

☐ 6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS
Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)

[ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

CA-0-38816121-47575535

FILING OFFICE COPY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Gisella Melendez
800-331-3282

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CT LIEN SOLUTIONS
2727 ALLEN PARKWAY
HOUSTON, TX 77019
USA

DOCUMENT NUMBER: 40309200002

FILING NUMBER: 13-7386249235

FILING DATE: 11/12/2013 15:40

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

OR	1a. ORGANIZATION'S NAME McLean Breweries, Inc.			
	1b. INDIVIDUAL'S LAST NAME			
		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 1398 Haight Street		CITY San Francisco	STATE CA	POSTAL CODE 94117
				COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION CA	1g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

OR	2a. ORGANIZATION'S NAME Magnolia Pub & Brewery			
	2b. INDIVIDUAL'S LAST NAME			
		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS 1398 Haight Street		CITY San Francisco	STATE CA	POSTAL CODE 94117
				COUNTRY USA
2d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION CA	2g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME Yellowstone Capital West LLC			
	3b. INDIVIDUAL'S LAST NAME			
		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 25 Deerwood Drive		CITY Buffalo	STATE NY	POSTAL CODE 14221
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All Assets now owned or hereafter acquired and wherever located, including but not limited to, the following subcategories of assets:
a. Accounts, including but not limited to, credit card receivables; b. Chattel Paper; c. Inventory; d. Equipment; e. Instruments, including but not limited to, Promissory Notes; f. Investment Property; g. Documents; h. Deposit Accounts; i. Letter of Credits Rights; j. General Intangibles; k. Supporting Obligations; and l. Proceeds and Products of the foregoing. NOTICE PURSUANT TO AN AGREEMENT

BETWEEN DEBTOR AND SECURED PARTY, DEBTOR HAS AGREED NOT TO FURTHER ENCUMBER THE COLLATERAL DESCRIBED HEREIN, THE FURTHER ENCUMBERING OF WHICH MAY CONSTITUTE THE TORTIOUS INTERFERENCE WITH THE SECURED PARTY'S RIGHT BY SUCH ENCUMBRANCER IN THE EVENT THAT ANY ENTITY IS GRANTED A SECURITY INTEREST IN DEBTOR'S ACCOUNTS, CHATTEL PAPER OR GENERAL INTANGIBLES CONTRARY TO THE ABOVE, THE SECURED PARTY ASSERTS A CLAIM TO ANY PROCEEDS THEREOF RECEIVED BY SUCH ENTITY.

5. ALT DESIGNATION: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

☐ 6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS
Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)
☐ [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

CA-0-40616625-47943960

FILING OFFICE COPY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Corporation Service Company
800-858-5294

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CORPORATION SERVICE COMPANY
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703
USA

DOCUMENT NUMBER: 43605030002

FILING NUMBER: 14-7417110905

FILING DATE: 06/24/2014 08:01

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME McLean Breweries Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 1398 Haight St		CITY San Francisco		STATE CA	POSTAL CODE 94117	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO		1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION CA	1g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME Magnolia Pub & Brewery						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS 1398 Haight St		CITY San Francisco		STATE CA	POSTAL CODE 94117	COUNTRY USA
2d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO		2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION CA	2g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Fora Financial West, LLC						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 242 W 36th Street		CITY New York		STATE NY	POSTAL CODE 10018	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

"Accounts, chattel paper, general intangibles, and instruments.

Secured Party has purchased future receivables and/or sale proceeds from Debtor. The sale of the future receivables and/or sale proceeds of the Debtor is intended to be a sale and not an assignment for security. Debtor is prohibited from incurring any debt, transferring future receivables or sale proceeds to any other person or granting any security interests in its accounts receivable or other assets until Secured Party has received all amounts due under this Agreement."

5. ALT DESIGNATION: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☒ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

☐ 6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS
Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)
[ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

[88409599]

FILING OFFICE COPY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

Corporation Service Company
800-858-5294

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

CORPORATION SERVICE COMPANY
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703
USA

DOCUMENT NUMBER: 45398370002

FILING NUMBER: 14-7433201681

FILING DATE: 10/21/2014 08:35

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only org Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	1a. ORGANIZATION'S NAME McLean Breweries, Inc				
	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS 1398 Haight St		CITY San Francisco	STATE CA	POSTAL CODE 94117	COUNTRY USA

2. DEBTOR'S NAME: Provide only org Debtor name (2a or 2b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	2a. ORGANIZATION'S NAME				
	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only org Secured Party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME Corporation Service Company, as Representative				
	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS P.O. Box 2576 uccsprap@cscoinfo.com		CITY Springfield	STATE IL	POSTAL CODE 62706	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

All rights I now have or may have in the future to the payment of money including, but not limited to: (a) payment for goods sold or leased or for services rendered, whether or not I have earned such payment by performance; and (b) rights to payment arising out of all present and future debt instruments, chattel paper and loans and obligation receivable. The above include any rights and interests (including all liens and security interests), which I may have by law or agreement against any account debtor or obligor of mine.

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, Item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☒ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

[92463380]

FILING OFFICE COPY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Gissella Melendez 800-331-3282
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) CT LIEN SOLUTIONS 2727 ALLEN PARKWAY HOUSTON, TX 77019 USA

DOCUMENT NUMBER: 47742590002
FILING NUMBER: 15-7454702722
FILING DATE: 03/13/2015 13:46

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	1a. ORGANIZATION'S NAME MCLEAN BREWERIES, INC.				
	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS 1398 haight street		CITY san francisco	STATE CA	POSTAL CODE 94117	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	2a. ORGANIZATION'S NAME				
	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME ACH Capital LLC as agent for Cap Cal LLC				
	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS 11 Broadway, Suite 814		CITY New York	STATE NY	POSTAL CODE 10004	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:
All assets of the Debtor, now existing and hereafter arising, wherever located.

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

CA-0-47163874-49643916

FILING OFFICE COPY

RECORDING REQUESTED BY:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
888-745-3886

WHEN RECORDED MAIL TO:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
LIEN GROUP, MIC 92G
PO BOX 826880
SACRAMENTO, CA 94280-0001

15-7482790538

08/31/2015 17:00



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



50773110018

UCC 1 FILING

NOTICE OF STATE TAX LIEN

(Filed pursuant to Section 7171 of the Government Code)

MCLEAN BREWERIES, INC.
MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO, CA 94117-2909

Secretary of State

Letter ID. L0936168640

Certificate No. G001108538

TAX PERIOD	TAX	PENALTY	INTEREST	TOTAL
01/01/2014 to 09/30/2014	\$79,315.11	\$27,076.22	\$3,239.81	\$109,631.14

Interest calculated through 08/19/2015

The Director of the Employment Development Department hereby certifies the above is liable to the State of California for amounts due and required to be paid as determined under the provisions of the California Unemployment Insurance Code, the Revenue and Taxation Code, or both.

THE AMOUNT OF DELINQUENCY ABOVE SET FORTH SHALL BE A LIEN UPON ALL REAL OR PERSONAL PROPERTY AND RIGHTS TO SUCH PROPERTY, INCLUDING ALL AFTER-ACQUIRED PROPERTY AND RIGHTS TO PROPERTY BELONGING TO THE ABOVE NAMED.

Date: 08/19/2015
At Sacramento, California



The Director of the Employment Development Department has complied with all provisions of the California Unemployment Insurance Code in the computation and levy of the amount assessed and has caused this notice of lien to be issued by a duly authorized representative.

Teresa Gage

By _____

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

RECORDING REQUESTED BY
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
888-745-3886

WHEN RECORDED MAIL TO:
STATE OF CALIFORNIA
EMPLOYMENT DEVELOPMENT DEPARTMENT
LIEN GROUP, MIC 92G
PO BOX 826880
SACRAMENTO, CA 94280-0001

15-7486904610

09/25/2015 17:00



FILED

CALIFORNIA
SECRETARY OF STATE

SOS



51166140012 UCC 1 FILING

NOTICE OF STATE TAX LIEN

(Filed pursuant to Section 7171 of the Government Code)

MCLEAN BREWERIES, INC.
MAGNOLIA PUB & BREWERY
1398 HAIGHT ST
SAN FRANCISCO CA 94117-2909

Secretary of State

Letter ID. L1326347200

Certificate No. G001129357

TAX PERIOD	TAX	PENALTY	INTEREST	TOTAL
04/01/2014 to 06/30/2014	\$33,446.26	\$11,000.89	\$1,446.55	\$45,893.70

Interest calculated through 09/17/2015

The Director of the Employment Development Department hereby certifies the above is liable to the State of California for amounts due and required to be paid as determined under the provisions of the California Unemployment Insurance Code, the Revenue and Taxation Code, or both.

THE AMOUNT OF DELINQUENCY ABOVE SET FORTH SHALL BE A LIEN UPON ALL REAL OR PERSONAL PROPERTY AND RIGHTS TO SUCH PROPERTY, INCLUDING ALL AFTER-ACQUIRED PROPERTY AND RIGHTS TO PROPERTY BELONGING TO THE ABOVE NAMED.

Date 09/17/2015
At Sacramento, California



The Director of the Employment Development Department has complied with all provisions of the California Unemployment Insurance Code in the computation and levy of the amount assessed and has caused this notice of lien to be issued by a duly authorized representative.

Teresa Gage

By _____

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Corporation Service Company 800-858-5294
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) CORPORATION SERVICE COMPANY 801 ADLAI STEVENSON DRIVE SPRINGFIELD, IL 62703 USA

DOCUMENT NUMBER: 51489210002

FILING NUMBER: 15-7490356808

FILING DATE: 10/16/2015 10:04

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); If any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	1a. ORGANIZATION'S NAME McLean Breweries Inc.	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
	1b. INDIVIDUAL'S SURNAME				
1c. MAILING ADDRESS 1398 Haight St		CITY San Francisco	STATE CA	POSTAL CODE 94117	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); If any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	2a. ORGANIZATION'S NAME Magnolia Pub & Brewery	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
	2b. INDIVIDUAL'S SURNAME				
2c. MAILING ADDRESS 1398 Haight St		CITY San Francisco	STATE CA	POSTAL CODE 94117	COUNTRY USA

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME CORPORATION SERVICE COMPANY, AS REPRESENTATIVE	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
	3b. INDIVIDUAL'S SURNAME				
3c. MAILING ADDRESS P.O. BOX 2576, UCCSPREP@CSCINFO.COM		CITY Springfield	STATE IL	POSTAL CODE 62708	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

"All Assets that Borrower now owns or hereafter acquires and wherever located, including without limitation:
(i) any and all amounts owing to Borrower now or in the future from any merchant processor(s) processing charges made by customers of Borrower via credit card, debit card or Electronic Benefit Transfer transactions; and
(ii) all other tangible and intangible personal property, including, but not limited to (a) inventory, (b) equipment, (c) investment property, including certificated and uncertificated securities, securities accounts, security entitlements, commodity contracts and commodity accounts, (d) instruments, including promissory notes (e) chattel paper, including tangible chattel paper and electronic chattel paper, (f) documents, (g) letter of credit rights, (h) accounts, including health-care insurance receivables, (i) deposit accounts, (j) commercial tort claims, (k) general intangibles, including payment intangibles and software and (l) as-extracted collateral as such terms may from time to time be defined in the Uniform Commercial Code. The security interest Borrower grants

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☒ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

[106814264]

FILING OFFICE COPY

UCC FINANCING STATEMENT ADDENDUM**FOLLOW INSTRUCTIONS**

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual

Debtor name did not fit, check here ☐

OR	9a. ORGANIZATION'S NAME McLean Breweries Inc.	
	9b. INDIVIDUAL'S SURNAME	
	FIRST PERSONAL NAME	
	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

DOCUMENT NUMBER: 51489210002

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c.

OR	10a. ORGANIZATION'S NAME				
	10b. INDIVIDUAL'S SURNAME McLean				
	INDIVIDUAL'S FIRST PERSONAL NAME David				
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				
				SUFFIX	
10c. MAILING ADDRESS 145 Alma St		CITY San Francisco	STATE CA	POSTAL CODE 94117	COUNTRY USA

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

OR	11a. ORGANIZATION'S NAME				
	11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (collateral):

includes all accessions, parts, supplies and replacements for the Collateral, all products, proceeds and collections thereof and all records and data relating thereto.

Borrower is prohibited from pledging or selling any receivables owing to Borrower now or in the future to any person or entity other than Secured Party."

13. ☐ This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☐ covers timber to be cut ☐ covers as-extracted collateral ☐ is filed as a fixture filing.

15. Name and address of RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

17. MISCELLANEOUS:

FILING OFFICE COPY



Do It Yourself Doesn't Mean Do It Alone!

Call CLAS For Assistance: 800.952.5696

UCC Search Report

Type of Search : UCCs, Federal Tax Liens, State Tax Liens, and Judgments

Jurisdiction/Filing Office : State of California, Secretary of State Uniform Commercial Code Division

Effective Index Date : Nov. 5, 2015

Subject Search Name : Not Entered

Search Key Entered : MAGNOLIABREWINGCOMPANYLLC

Results

Based on a search of the indices of the Uniform Commercial Code Division of the Secretary of State of California, there are no active liens of record other than those set out below. Liens reflected in this report were based on the searcher's individual search parameters, the search key entered, as well as the searcher's choice of the liens ultimately included or excluded herein.

Certification can only be obtained through the office of the California Secretary of State.

1. UCC Financing Statement

Document No. : 20137374726767

Lapses: 8/22/2018

Filed : 8/22/2013

Debtor : MAGNOLIA BREWING COMPANY, LLC
1398 HAIGHT STREET
SAN FRANCISCO CA 94117-2909

Secured Party: UNION BANK, N.A.
PO BOX 30115
LOS ANGELES CA 90030-0115

2. UCC Financing Statement

Document No. : 20147429511266

Lapses: 9/23/2019

Filed : 9/23/2014

Debtor : DARK STAR, INC.
1398 HAIGHT STREET
SAN FRANCISCO CA 94117

Debtor : MAGNOLIA BREWING COMPANY, LLC
2505 THIRD STREET
SAN FRANCISCO CA 94107

Debtor : MCLEAN, DAVE
145 ALMA STREET
SAN FRANCISCO CA 94117

Secured Party: OBDC SMALL BUSINESS FINANCE
825 WASHINGTON STREET, SUITE 200
OAKLAND CA 94607

We assume no liability with respect to the identity of any party named or referred to in this report, nor with respect to the validity, legal effect or priority of any matter shown herein; nor, due to our inability to independently verify the accuracy of this data as provided by government and other sources, do we make any guaranty or representation as to its accuracy.

----- END OF REPORT -----

Report Parameters

The UCC Revised Article 9 Model Administrative Rules (MARS) provide state filing offices with a set of guidelines for producing a legally compliant UCC lien search report. The search tool used to create this search report was designed to satisfy the requirements under MARS while providing the searcher with increased flexibility.

Flexible search logic generates a more inclusive search report and addresses the inconsistencies in searches performed within states that did not effectively adopt the MARS guidelines. Further, these specially designed broad-based searching features aid in the location of involuntary liens such as Federal and State Tax Liens and Judgment Liens and liens that may not be located in state databases limited to the MARS guidelines for the reporting of UCCs.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Corporation Service Company
800-858-5294

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CORPORATION SERVICE COMPANY
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703
USA

DOCUMENT NUMBER: 39119880002

FILING NUMBER: 13-7374726767

FILING DATE: 08/22/2013 10:47

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Magnolia Brewing Company, LLC				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 1398 Haight Street		CITY San Francisco	STATE CA	POSTAL CODE 94117-2909
1d. SEE INSTRUCTIONS		ADD'L DEBTOR INFO	1e. TYPE OF ORGANIZATION Limited Liability Company	1f. JURISDICTION OF ORGANIZATION CA
			1g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> NONE 201106610337	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS		ADD'L DEBTOR INFO	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
			2g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Union Bank, N.A.				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS PO Box 30115		CITY Los Angeles	STATE CA	POSTAL CODE 90030-0115
			COUNTRY USA	

4. This FINANCING STATEMENT covers the following collateral:

For value received and in consideration of advances, present and future, and other obligations, debtor hereby grants a security interest in all of the following property:

All present and hereafter acquired personal property including but not limited to all accounts, chattel paper, instruments, contract rights, general intangibles, goods, equipment, inventory, documents, certificates of title, deposit accounts, returned or repossessed goods, fixtures, commercial tort claims, insurance claims, rights and policies, letter of credit rights, investment property, supporting obligations, and the proceeds, products, parts, accessories, attachments, accessions, replacements, substitutions, additions, and improvements of or to each of the foregoing.

5. ALT DESIGNATION: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

☐ 6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS
Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)
[ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

[78996604]

FILING OFFICE COPY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

Gissella Melendez
800-331-3282

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

CT LIEN SOLUTIONS
2727 ALLEN PARKWAY
HOUSTON, TX 77019
USA

DOCUMENT NUMBER: 44976670002

FILING NUMBER: 14-7429511266

FILING DATE: 09/23/2014 14:25

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	1a. ORGANIZATION'S NAME MAGNOLIA BREWING COMPANY, LLC				
	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS 2505 Third Street		CITY San Francisco	STATE CA	POSTAL CODE 94107	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

OR	2a. ORGANIZATION'S NAME DARK STAR, INC.				
	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
2c. MAILING ADDRESS 1398 Haight Street		CITY San Francisco	STATE CA	POSTAL CODE 94117	COUNTRY USA

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME OBDC Small Business Finance				
	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS 825 Washington Street, Suite 200		CITY Oakland	STATE CA	POSTAL CODE 94607	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

First position priority security interest in all personal and fixture property of every kind and nature including all goods (including inventory, equipment and any accessions thereto), instruments (including promissory notes), documents, accounts (including health-care-insurance receivables), chattel paper (whether tangible or electronic), deposit accounts, letter-of-credit rights (whether or not the letter of credit is evidenced by a writing), commercial tort claims, securities and all other investment property, supporting obligations, any other contract rights or rights to the payment of money, insurance claims and proceeds, tort claims, and all general intangibles including all tax refunds, payment intangibles, patents, patent applications, trademarks, trademark applications, trade names, copyrights, copyright applications, software, engineering drawings, service marks, customer lists, goodwill, and all licenses, permits, agreements of any kind or nature pursuant to which Borrower possesses, uses or has authority to possess or use property (whether tangible or intangible) of others or others possess, use or have authority to possess or use property (whether

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

CA-0-44995721-49052961

FILING OFFICE COPY

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

OR	9a. ORGANIZATION'S NAME MAGNOLIA BREWING COMPANY, LLC	
	9b. INDIVIDUAL'S SURNAME	
	FIRST PERSONAL NAME	
	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

DOCUMENT NUMBER: 44976670002

IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

OR	10a. ORGANIZATION'S NAME		
	10b. INDIVIDUAL'S SURNAME McLean		
	INDIVIDUAL'S FIRST PERSONAL NAME Dave		
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX

10c. MAILING ADDRESS 145 Alma Street	CITY San Francisco	STATE CA	POSTAL CODE 94117	COUNTRY USA
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11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

OR	11a. ORGANIZATION'S NAME				
	11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (collateral):
tangible or intangible) of Borrower, and all recorded data of any kind or nature, regardless of the medium of recording including all software, writings, plans, specifications and schematics now owned or hereafter acquired, wherever located, and proceeds therefrom.

13. ☐ This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☐ covers timber to be cut ☐ covers as-extracted collateral ☐ is filed as a fixture filing

15. Name and address of RECORD OWNER of real estate described in Item 16 (if Debtor does not have a record interest):

16. Description of real estate:

17. MISCELLANEOUS:

FILING OFFICE COPY

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

10250 Constellation Blvd., Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **Declaration Of John-Patrick M. Fritz, Esq. In Support Of Debtor's Emergency Motion For Entry Of Interim And Final Orders: (I) Authorizing Debtor To Use Cash Collateral Pursuant To 11 U.S.C. § 363; (II) Granting Adequate Protection To Pre-Petition Secured Creditors Pursuant To 11 U.S.C. §§ 361, 363, And 507; (III) Scheduling A Final Hearing Pursuant To Fed.R.Bankr.P. 4001(B); And (IV) Granting Related Relief** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) February 28, 2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On November 30, 2015, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on November 30, 2015, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via email and/or overnight mail as indicated on the attached service list

Via Overnight Mail to:
The Honorable Judge Montali
United States Bankruptcy Court – San Francisco Division
235 Pine Street, 19th Floor
San Francisco, CA 94104

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

November 30, 2015 Jason Klassi
Date Printed Name

/s/ Jason Klassi
Signature

15-31480 Notice will be electronically mailed to:

Ron Bender on behalf of Debtor Magnolia Brewing Company, LLC
rb@lnbyb.com

Office of the U.S. Trustee / SF
USTPRegion17.SF.ECF@usdoj.gov, ltroxas@hotmail.com

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**20 Largest
Service by E-mail**

Elisabeth & Robert Rix
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